

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
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RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	:	Case No. 12-12020 (MG)
	:	
Debtors.	:	Jointly Administered
	:	
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**STIPULATION AND ORDER ADOPTING UNIFORM PROTECTIVE ORDER FOR  
EXAMINER DISCOVERY FOR PURPOSES OF DISCOVERY OF  
ALLY FINANCIAL INC. BY THE TRIAXX ENTITIES**

Non-Debtor Ally Financial Inc. and its non-debtor affiliates (“Ally”) and Triaxx Prime CDO 2006-1, LLC, Triaxx Prime CDO 2006-2, LLC and Triaxx Prime CDO 2007-1, LLC (collectively, “Triaxx”) hereby stipulate to and adopt by reference the terms and conditions of the Order [Docket 1223] and Uniform Protective Order for Examiner Discovery [Docket No. 1223-1] such that these terms and conditions shall govern the disclosure, discovery, production, and use of documents and other information provided by Ally to Triaxx in the above referenced chapter 11 cases.

For the avoidance of doubt, Triaxx stipulates and agrees that its legal or financial Advisor may receive material designated Professional Eyes Only if such legal or financial Advisor is not (a) currently assisting and will not later assist Triaxx or any party in any mortgage related litigation against the Debtors, Ally Financial Inc., or their affiliates, and (b) is not itself a party nor does it intend to be a party in any mortgage-backed securities litigation against the Debtors, Ally Financial Inc. or their affiliates; provided, however, that the legal or financial Advisor will not share the Professionals’ Eyes Only information with Triaxx or Triaxx’s legal or financial

advisors who are assisting Triaxx or any party in any mortgage-backed securities litigation against the Debtors, Ally Financial Inc., or their affiliates.

Triaxx further stipulates that all materials contained in the Examiner's Document Repository that do not relate to Debtors' RMBS Settlement/9019 Motion shall be treated as outside counsels' eyes only notwithstanding any provision of the Protective Order to the contrary.

Respectfully submitted,

Dated: October 16, 2012

MILLER & WRUBEL P.C.

By: /s/ Claire L. Huene

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*Attorneys for the Triaxx Entities*

Dated: October 16, 2012

KIRKLAND & ELLIS LLP

By: /s/ Patrick M. Bryan

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*Attorneys for Non-Debtor Ally Financial Inc.*

**IT IS SO ORDERED.**

Dated: October 18, 2012  
New York, New York

/s/Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge